

Wix.com Ltd.
Form SC 13G/A
February 09, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b),
(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 4)*

Wix.com Ltd.

(Name of Issuer)

Ordinary Shares, NIS 0.01 Par Value

(Title of Class of Securities)

M98068105

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove II Investments S.a.r.l.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2. (a) (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

5 0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON WITH

6 4,463,319 (1)

7 0

SOLE DISPOSITIVE POWER

8
4,463,319 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9. 4,463,319 (1)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(SEE INSTRUCTIONS)

10.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11. 9.8% (2)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12.

OO

(1) As of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

2

CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove Partners SCSp

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2. (a) (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

⁵ 0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

⁶ 67,171 (1)

SOLE DISPOSITIVE POWER

⁷ 0

SHARED DISPOSITIVE POWER

⁸ 67,171 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9. 67,171 (1)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(SEE INSTRUCTIONS)

10.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11. 0.1% (2)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12.

PN

(1) As of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

3

CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove II S.C.A. SICAR

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2. (a) (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

⁵ 0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

⁶ 4,463,319 (1)

OWNED BY
EACH

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

⁷ 0

SHARED DISPOSITIVE POWER

⁸ 4,463,319 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9. 4,463,319 (1)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(SEE INSTRUCTIONS)

10.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11. 9.8% (2)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12.

PN

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

4

CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove II Management SA

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2. (a) (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

⁵ 0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

⁶ 4,463,319 (1)

SOLE DISPOSITIVE POWER

⁷ 0

SHARED DISPOSITIVE POWER

⁸ 4,463,319 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9. 4,463,319 (1)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(SEE INSTRUCTIONS)

10.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11. 9.8% (2)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12.

OO

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

5

CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove Founders S.a.r.l.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2. (a) (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

⁵ 0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

⁶ 67,171 (1)

OWNED BY
EACH

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

⁷ 0

SHARED DISPOSITIVE POWER

⁸ 67,171 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9. 67,171 (1)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(SEE INSTRUCTIONS)

10.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11. 0.1% (2)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12.

OO

(1) Held by Mangrove Partners SCSp as of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

6

CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Willibrord Ehses

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2. (a) (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4. Germany

SOLE VOTING POWER

⁵ 0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

⁶ 4,530,490 (1)

OWNED BY
EACH

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

⁷ 0

SHARED DISPOSITIVE POWER

⁸ 4,530,490 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9. 4,530,490 (1)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(SEE INSTRUCTIONS)

10.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11. 10.0% (2)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12.

IN

(1) As of December 31, 2017, and consisting of (i) 4,463,319 shares held by Mangrove II Investments S.a.r.l. and (ii) 67,171 shares held by Mangrove Partners SCSp.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

7

CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Hans-Jürgen Schmitz

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2. (a) (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4. Germany

SOLE VOTING POWER

⁵ 0

NUMBER OF SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

⁶ 4,530,490 (1)

EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

⁷

PERSON WITH

0

SHARED DISPOSITIVE POWER

⁸ 4,530,490 (1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9. 4,530,490 (1)

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(SEE INSTRUCTIONS)

10.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11. 10.0% (2)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12.

IN

(1) As of December 31, 2017, and consisting of (i) 4,463,319 shares held by Mangrove II Investments S.a.r.l. and (ii) 67,171 shares held by Mangrove Partners SCSp.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

8

CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mark Tluszc

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2. (a) (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

4. United States

SOLE VOTING POWER

⁵ 10,131(1)

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

⁶ 4,463,319 (2)

OWNED BY
EACH

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

⁷ 10,131 (1)

SHARED DISPOSITIVE POWER

⁸ 4,463,319 (2)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9. 4,473,450

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(SEE INSTRUCTIONS)

10.

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11. 9.8% (3)

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12.

IN

(1) Includes 7,197 Shares issuable upon exercise of vested options to purchase Ordinary Shares.

(2) Held by Mangrove II Investments S.a.r.l. as of December 31, 2017.

(3) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

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CUSIP NO. M98068105

AMENDMENT NO. 4 TO SCHEDULE 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Ordinary Shares of the Issuer on September 4, 2015, Amendment No. 1 thereto filed on September 4, 2015, Amendment No. 2 thereto filed on March 11, 2016 and Amendment No. 3 thereto filed on January 24, 2017 (as so amended, the "Schedule 13G"). As stated in the Schedule 13G, the Shares reported therein had been previously reported by the Reporting Persons on a Schedule 13D filed with the Securities and Exchange Commission on February 25, 2014. The Reporting Persons subsequently determined that they were eligible to report their ownership on a Schedule 13G. Accordingly, the Reporting Persons will continue to file all required statements relating to their beneficial ownership of the Shares on Schedule 13G, for so long as they are required and eligible to do so.

The Schedule 13G is amended and restated as follows:

Item
1(a). Name of Issuer:

Wix.com Ltd.

Item
1(b). Address of Issuer's Principal Executive Offices:

40 Namal Tel Aviv Street
Tel Aviv, 6350671 Israel

Item
2(a). Name of Person Filing:

This Statement is being filed by the following persons (each a "Reporting Person" and, collectively, the "Reporting Persons"):

- (i) Mangrove II Investments S.à.r.l., a Luxembourg private limited liability company
- (ii) Mangrove Partners SCSp, a Luxembourg partnership
- (iii) Mangrove II S.C.A. SICAR, a Luxembourg partnership limited by shares
- (iv) Mangrove II Management SA, a Luxembourg private limited liability company
- (v) Mangrove Founders S.à.r.l., a Luxembourg private limited liability company
- (vi) Hans-Jürgen Schmitz
- (vii) Mark Tluszczyk
- (viii) Willibrord Ehse

The Shares reported herein are directly beneficially owned by Mangrove II Investments S.à.r.l. and Mangrove Partners SCSp.

Mangrove II S.C.A. SICAR owns 100% of the share capital of Mangrove II Investments S.à.r.l.

Mangrove II Management SA is the general partner and manager of Mangrove II S.C.A. SICAR. As of the date of this filing Messrs. Schmitz, Tluszczyk and Ehse are the directors of Mangrove II Management SA.

Mangrove Founders S.à.r.l. is the general partner of Mangrove Partners SCSp. As of the date of this filing Messrs. Schmitz and Ehse are the managers of Mangrove Founders S.à.r.l.

The Reporting Persons are making this single, joint filing because they may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), however this filing shall not be deemed an affirmation that such a group exists for the purposes of the Act or for any other purpose, and each Reporting Person expressly disclaims beneficial ownership of any securities beneficially owned by any other person. The agreement among the Reporting Persons to file jointly is attached hereto as Exhibit A.

CUSIP NO. M98068105

Item 2(b). Address of
Principal
Business
Office or, if
None,
Residence:

C/O
Mangrove
Capital
Partners, 31,
Boulevard
Joseph II,
L-1840
Luxembourg

Item 2(c). Citizenship:

(i) Mangrove
II
Investments
S.à.r.l.:
Luxembourg

(ii)
Mangrove
Partners
SCSp:
Luxembourg

(iii)
Mangrove II
S.C.A.
SICAR:
Luxembourg

(iv)
Mangrove II
Management
SA.:
Luxembourg

(v) Mangrove
Founders
S.à.r.l.:
Luxembourg

(vi)
Willibrord
Ehse:
Germany

(vii)
Hans-Jürgen
Schmitz:
Germany

(viii) Mark
Tluszc:
United States

Item 2(d). Title of Class
of Securities:

Ordinary
Shares, par
value NIS
0.01 per
share
("Shares")

Item 2(e). CUSIP
Number:

M98068105

Item 3. If this
statement is
filed pursuant
to Rule
13d-1(b) or
Rule
13d-2(b) or
(c), check
whether the
person filing
is:

Not
Applicable

Item 4. Ownership.

The
information
set forth in
the cover
pages of this

Amendment
No. 4 to
Schedule
13G is
incorporated
herein by
reference.

Item 5. Ownership of
Five Percent
or Less of a
Class.

Not
applicable.

Item 6. Ownership of
More than
Five Percent
on Behalf of
Another
Person.

Not
applicable.

Item 7. Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security Being
Reported on
by the Parent
Holding
Company.

Not
applicable.

Item 8. Identification
and
Classification
of Members of
the Group.

See Item 2(a)

Item 9.

Notice of
Dissolution of
Group.

Not
applicable.

Item 10. Certification.

Not
applicable.

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CUSIP NO. M98068105

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

Dated February 9, 2018 MANGROVE II INVESTMENTS
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Manager

By: /s/ Mark Tluszcz
Mark Tluszcz
Title: Manager

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Manager

By: /s/ Willibrord Ehse
Willibrord Ehse
Title: Manager

MANGROVE II S.C.A. SICAR

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Director

By: /s/ Mark Tluszcz
Mark Tluszcz
Title: Director

MANGROVE II MANAGEMENT SA

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Director

By: /s/ Mark Tluszcz
Mark Tluszcz
Title: Director

CUSIP NO. M98068105

MANGROVE FOUNDERS
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Manager

By: /s/ Willibrord Ehse
Willibrord Ehse
Title: Manager

/s/ Willibrord Ehse
Willibrord Ehse
Individually

/s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Individually

/s/ Mark Tluszc
Mark Tluszc
Individually

CUSIP NO. M98068105

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the Amendment No. 4 to Schedule 13G to which this Agreement is annexed as Exhibit A, and any further amendments thereto, is and will be filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated February 9, 2018 MANGROVE II INVESTMENTS
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Manager

By: /s/ Mark Tluszcz
Mark Tluszcz
Title: Manager

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Manager

By: /s/ Willibrord Ehse
Willibrord Ehse
Title: Manager

MANGROVE II S.C.A. SICAR

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Director

By: /s/ Mark Tluszcz
Mark Tluszcz
Title: Director

MANGROVE II MANAGEMENT SA

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Director

By: /s/ Mark Tluszcz

Mark Tluszc
Title: Director

CUSIP NO. M98068105

MANGROVE FOUNDERS
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Title: Manager

By: /s/ Willibrord Ehse
Willibrord Ehse
Title: Manager

/s/ Willibrord Ehse
Willibrord Ehse
Individually

/s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz
Individually

/s/ Mark Tluszc
Mark Tluszc
Individually